

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
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*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
	:
-----X	

**THIRTEENTH MONTHLY FEE STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTORS
FOR PERIOD FROM OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365), and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: November 16, 2018, *nunc pro tunc* to October 15, 2018

Period for which compensation and reimbursement is sought: October 1, 2019 through October 31, 2019

Monthly Fees Incurred: \$116,097.50

20% Holdback: \$23,219.50

Total Compensation Less 20% Holdback: \$92,878.00

Monthly Expenses Incurred: \$11,957.87

Total Fees and Expenses Due: \$104,835.87

This is a: X monthly interim final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),² Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) hereby submits this thirteenth monthly fee statement (the “Thirteenth Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as counsel to the Debtors, for the period from October 1, 2019 through October 31, 2019 (the “Thirteenth Monthly Fee Period”). By this Thirteenth Monthly Fee Statement, and after taking into account certain voluntary reductions, Paul, Weiss seeks payment in the amount of \$104,835.87, which comprises (i) \$92,878.00, representing eighty percent (80%) of the total amount of compensation sought for

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

actual and necessary services rendered during the Thirteenth Monthly Fee Period, subject to certain voluntary reductions, and (ii) reimbursement of \$11,957.87, representing one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

Services Rendered and Expenses Incurred

1. Attached as Exhibit A is a summary of Paul, Weiss's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Thirteenth Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Paul, Weiss's current billing rates, (iv) amount of fees earned by each Paul, Weiss professional, and (v) the year of bar admission for each attorney. The blended hourly billing rate of Paul, Weiss attorneys during the Thirteenth Monthly Fee Period is approximately \$1,027.50. The blended hourly rate of staff attorneys, paralegals, and other non-legal staff during the Thirteenth Monthly Fee Period is approximately \$388.18.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Thirteenth Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Thirteenth Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Paul, Weiss professionals for the Thirteenth Monthly Fee Period and summary materials related thereto.

Notice and Objection Procedures

Notice of this Thirteenth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email:

Rob.Riecker@searshc.com) and Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) Paul E. Harner, Ballard Spahr LLP, the independent fee examiner, 1675 Broadway 19th Floor, New York, NY 10019 (email: harnerp@ballardspahr.com); (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (vi) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Thirteenth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **December 11, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Thirteenth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Thirteenth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of Thirteenth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: November 26, 2019
New York, New York

/s/ Paul M. Basta
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Tel: 212-373-3000
Fax: 212-757-3990
Paul M. Basta
Kelley A. Cornish
Lewis R. Clayton

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

Exhibit A

Compensation by Professional

**SUMMARY OF MONTHLY FEE STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP FOR
SERVICES RENDERED FOR THE PERIOD
FROM OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

Name of Professional Partners and Counsel	Title	Department	Year Admitted	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Kelley Cornish	Partner	Bankruptcy	1984	1,650.00	10.1	16,665.00
Paul Basta	Partner	Bankruptcy	1993	1,650.00	0.5	825.00
Lewis Clayton	Partner	Litigation	1979	1,650.00	0.4	660.00
Robert Britton	Partner	Bankruptcy	2008	1,265.00	11.5	14,547.50
Jonathan Hurwitz	Counsel	Litigation	1987	1,200.00	4.2	5,040.00
Total Partners and Counsel:					26.7	37,737.50

Name of Associates	Department	Year Admitted	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Shane D. Avidan	Litigation	2013	1,110.00	0.6	666.00
Jonathan Silberstein-Loeb	Litigation	2015	1,020.00	6.0	6,120.00
Emily M. Hoyle	Litigation	2018	880.00	0.5	440.00
David Giller	Litigation	2015	1,020.00	3.5	3,570.00
Caitlin Toto	Bankruptcy	2019	775.00	19.6	15,190.00
Spencer E. Young	Litigation	Not admitted	775.00	0.1	77.50
Patricia A. Walsh	Bankruptcy	Not admitted	665.00	12.3	8,179.50
Teresa Lii	Bankruptcy	2014	980.00	16.3	15,974.00
Total Associates:				58.9	50,217.00

Name of Staff Attorneys, Paralegals and Other Non-Legal Staff	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Madhuri Pavamani	510	7.6	3,876.00
Francine Murray	510	2.0	1,020.00
Arianny Mejia	495	3.6	1,782.00
Joseph Monziona	380	24.7	9,386.00
Brooke Filler	380	2.9	1,102.00
Jennifer Kellner	330	14.5	4,785.00
Alan D. Wilbur	360	13.8	4,968.00
Wai Leung	360	0.1	36.00
Domhna O'Donnchadha	360	3.3	1,188.00
Total Staff Attorneys, Paralegals and Other Non-Legal Staff:		72.5	28,143.00

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,413.39	26.7	37,737.50
Associates	852.58	58.9	50,217
Staff Attorneys/Paralegals/ Non-Legal Staff	388.18	72.5	28,143.00
Blended Attorney Rate	1,027.50		
Total Fees Incurred		158.1	116,097.50

Exhibit B

Compensation by Task Code

**AGGREGATE TIME SUMMARY BY TASK CODE
FOR THE PERIOD OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

Project Category	Total Hours	Total Fees (\$)
Case Administration	25.7	9,637.00
Conflict Matters: General	0.9	1,138.50
Conflict Matters: Investigations & Discovery	15.5	5,880.00
Fee/Employment Applications (Paul, Weiss)	63.9	43,661.00
Fee/Employment Applications (Other)	0.4	152.00
Plan and Disclosure Statement	2.6	3,781
Litigation	26.5	22,231.50
Travel Time	5.6	7,130.00
Court Hearings	17.0	22,486.50
TOTAL	158.1	116,097.50

Exhibit C

Expense Summary

**AGGREGATE ITEMIZED DISBURSEMENTS
FOR THE PERIOD OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

Expenses Category	Total Expenses (\$)
Court Costs & Litigation Expenses	10,386.55
Information Retrieval Services	476.04
Out-of-Town Travel	9.75
Duplicating Expenses	633.61
Local Transportation Expenses	451.92
TOTAL	11,957.87

Exhibit D

Time Detail

Run Date & Time: 11/20/19 10:05:58

Worked thru: 10/31/19

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7454734

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E					----- Input since 10/01/2019 ----		----- Total Unbilled -----			
Emp Id	Employee Name	Off	Dp	Group	Hours	Amount	Oldest	Latest	Hours	Amount
00079	Cornish, Kelley A	NY	Bkcy	PARTNER	10.10	16,665.00	10/02/19	10/07/19	10.10	16,665.00
00309	Basta, Paul M.	NY	Bkcy	PARTNER	0.50	825.00	10/03/19	10/03/19	0.50	825.00
00421	Clayton, Lewis R	NY	Lit	PARTNER	0.40	660.00	10/16/19	10/16/19	0.40	660.00
08028	Britton, Robert	NY	Bkcy	PARTNER	11.50	14,547.50	10/02/19	10/23/19	11.50	14,547.50
02234	Hurwitz, Jonathan	NY	Lit	COUNSEL	4.20	5,040.00	10/07/19	10/24/19	4.20	5,040.00
06140	Avidan, Shane D.	NY	Lit	ASSOCIATE	0.60	666.00	10/15/19	10/15/19	0.60	666.00
07220	Silberstein-Loeb, Jo	NY	Lit	ASSOCIATE	6.00	6,120.00	10/16/19	10/28/19	6.00	6,120.00
07317	Hoyle, Emily M.	NY	Lit	ASSOCIATE	0.50	440.00	10/10/19	10/18/19	0.50	440.00
07446	Giller, David	NY	Lit	ASSOCIATE	3.50	3,570.00	10/10/19	10/24/19	3.50	3,570.00
07585	Toto, Caitlin J.	NY	Bkcy	ASSOCIATE	19.60	15,190.00	10/08/19	10/31/19	19.60	15,190.00
07597	Young, Spencer E.	NY	Lit	ASSOCIATE	0.10	77.50	10/07/19	10/07/19	0.10	77.50
07797	Walsh, Patricia A.	NY	Bkcy	ASSOCIATE	12.30	8,179.50	10/22/19	10/31/19	12.30	8,179.50
08075	Lii, Teresa	NY	Bkcy	ASSOCIATE	16.30	15,974.00	10/02/19	10/31/19	16.30	15,974.00
04279	Pavamani, Madhuri	NY	Lit	STAFF ATTY	7.60	3,876.00	10/23/19	10/28/19	7.60	3,876.00
04719	Murray, Francine N.	NY	Lit	STAFF ATTY	2.00	1,020.00	10/22/19	10/23/19	2.00	1,020.00
53310	Mejia, Arianny	NY	Lit	STAFF ATTY	3.60	1,782.00	10/23/19	10/23/19	3.60	1,782.00
02444	Monziona, Joseph	NY	Bkcy	PARALEGAL	24.70	9,386.00	10/01/19	10/24/19	24.70	9,386.00
53244	Filler, Brooke	NY	Bkcy	PARALEGAL	2.90	1,102.00	10/01/19	10/10/19	2.90	1,102.00
54722	Kellner, Jennifer	NY	Corp	PARALEGAL	14.50	4,785.00	10/21/19	10/31/19	14.50	4,785.00
54217	Wilbur, Alan D.	DC	EDP	PARALGL	10.00	3,600.00	10/03/19	10/30/19	13.80	4,968.00
54605	Leung, Wai	NY	EDL	PARALGL	0.10	36.00	10/29/19	10/29/19	0.10	36.00
54667	O'Donnchadha, Domhna	NY	TSS	PARALGL	3.30	1,188.00	10/29/19	10/29/19	3.30	1,188.00
Total:					154.30	114,729.50			158.10	116,097.50

Sub-Total Hours : 22.50 Partners; 4.20 Counsels; 58.90 Assocs; 42.10 Paralgl; 30.40 Others

U N B I L L E D D I S B U R S E M E N T S		Input since 10/01/2019	----- Total Unbilled -----		
Code	Disbursement Name	Amount	Oldest Entry	Latest Entry	Amount
Court Costs & Lit Expenses					
1201	Court Fees	247.00	10/07/19	10/07/19	247.00
1299	Misc Court Expense	70.00	10/07/19	10/07/19	70.00
Total Court Costs & Lit Expenses					317.00
Information Retrieval Services					
1401	Lexis	25.21	08/12/19	08/12/19	25.21
1418	Docketing Retrieval	2.07	08/29/19	09/04/19	7.08
1422	General Info Databases	382.60	10/31/19	10/31/19	382.60
Total Information Retrieval Services					414.89
Out-of-Town Travel					

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U N B I L L E D D I S B U R S E M E N T S		Input since 10/01/2019	----- Total Unbilled -----		
Code	Disbursement Name	Amount	Oldest Entry	Latest Entry	Amount
Out-of-Town Travel					
1503	Other L.Dist. Travel	0.00	10/23/19	10/23/19	9.75
	Total Out-of-Town Travel				9.75
Duplicating Expenses					
1801	Reproduction Exp	425.21	09/09/19	10/30/19	426.21
1805	Color Copies	207.20	09/11/19	10/30/19	207.40
	Total Duplicating Expenses				633.61
Local Transportation Expenses					
1082	Taxi Services	451.92	10/07/19	10/07/19	451.92
	Total Local Transportation Expenses				451.92
	Total	1,811.21			1,827.17

Run Date & Time: 11/20/19 10:05:58

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U N B I L L E D T I M E S U M M A R Y

Employee Name	Off	Dp	Position	Oldest Entry	Latest Entry	Hours
Cornish, Kelley A	NY	Bkcy	PARTNER	10/02/19	10/07/19	10.10
Basta, Paul M.	NY	Bkcy	PARTNER	10/03/19	10/03/19	0.50
Clayton, Lewis R	NY	Lit	PARTNER	10/16/19	10/16/19	0.40
Britton, Robert	NY	Bkcy	PARTNER	10/02/19	10/23/19	11.50
Hurwitz, Jonathan	NY	Lit	COUNSEL	10/07/19	10/24/19	4.20
Avidan, Shane D.	NY	Lit	ASSOCIATE	10/15/19	10/15/19	0.60
Silberstein-Loeb, Jo	NY	Lit	ASSOCIATE	10/16/19	10/28/19	6.00
Hoyle, Emily M.	NY	Lit	ASSOCIATE	10/10/19	10/18/19	0.50
Giller, David	NY	Lit	ASSOCIATE	10/10/19	10/24/19	3.50
Toto, Caitlin J.	NY	Bkcy	ASSOCIATE	10/08/19	10/31/19	19.60
Young, Spencer E.	NY	Lit	ASSOCIATE	10/07/19	10/07/19	0.10
Walsh, Patricia A.	NY	Bkcy	ASSOCIATE	10/22/19	10/31/19	12.30
Lii, Teresa	NY	Bkcy	ASSOCIATE	10/02/19	10/31/19	16.30
Pavamani, Madhuri	NY	Lit	STAFF ATTY	10/23/19	10/28/19	7.60
Murray, Francine N.	NY	Lit	STAFF ATTY	10/22/19	10/23/19	2.00
Mejia, Arianny	NY	Lit	STAFF ATTY	10/23/19	10/23/19	3.60
NON-LEGAL SUPPORT				10/01/19	10/31/19	59.30
Total:						158.10

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Monziona, Joseph	Bkcy	PARALEGAL	10/01/19	Preparation and distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto.	0.30	701
			10/02/19	Distribution to counsel the order allowing the admission of electronic devices inside the courthouse for hearing on 10/03/19.	0.40	701
			10/02/19	Creation and distribution of daily docket summary report requested by Ms. Lii and Ms. Toto.	0.30	701
			10/03/19	Making final arrangements for telephonic hearing and monitoring hearing to ensure connectivity (1.2); and preparation / distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto (0.3).	1.50	701
			10/04/19	Making arrangements for telephonic court hearing on 10/23/19 for persons at YCS&T.	0.50	701

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UNBILLED TIME DETAIL

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Monzione, Joseph	Bkcy	PARALEGAL	10/07/19	Preparation of final arrangements for continuation of hearing and monitoring hearing to ensure adequate connectivity (1.2); preparation / distribution of modified order allowing the admission of electronic devices inside courthouse (0.6); email exchanges with Ms. Toto and Ms. Lii regarding attendance at hearing (0.3); and preparation / distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto (0.4).	2.50	701
			10/07/19	Preparation and distribution of emails to Ms. Walters of YCS&T regarding telephonic court hearings on 10/23/19 and making arrangements for access by Ms. Morgan of YCS&T.	0.40	701
Filler, Brooke	Bkcy	PARALEGAL	10/07/19	Bridge telephonic lines for hearing	0.60	701
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/08/19	Attention to professional fee estimates	0.20	701
Monzione, Joseph	Bkcy	PARALEGAL	10/08/19	Preparation and distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto.	0.30	701
			10/09/19	Creation of pdf files containing significant court papers and distribution of pdf files to Ms. Lii and Ms. Toto.	0.40	701
			10/10/19	Preparation of pdf files containing significant court papers and distribution of pdf files requested by Ms. Lii and Ms. Toto.	0.30	701
			10/14/19	Preparation and distribution of pdf files containing all monthly fee statements requested by Mr. Tattnall.	1.50	701
			10/14/19	Preparation and distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto.	0.30	701
			10/15/19	Preparation and distribution of daily docket summary report requested by Ms. Lii and Ms. Toto.	0.30	701
			10/16/19	Preparation of order allowing electronic devices inside courthouse (hearing on 10/23/19).	0.30	701
			10/16/19	Preparation and distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto.	0.30	701

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(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Monzione, Joseph	Bkcy	PARALEGAL	10/17/19	Making arrangements for telephonic court hearing on 10/23/19 with CourtSolutions (0.9); email exchanges with Ms. Toto regarding hearing access (0.2); and distribution of order allowing admission of electronic devices inside court room (0.4).	1.50	701
			10/17/19	Researching contact information for representatives of SRS and A&M needed to arrange telephonic hearing for Sears hearing on 10/23/19.	0.80	701
Kellner, Jennifer	Corp	PARALEGAL	10/21/19	Organization of materials for hearing binders per C.Toto	3.00	701
			10/21/19	Updated hearing binders per C. Toto	1.00	701
Monzione, Joseph	Bkcy	PARALEGAL	10/21/19	Making arrangements for live telephonic court hearing for Mr. Williams, Mr. Stogsdill, and Mr. Matican and listen only hearing for Ms. Lii with CourtCall (1.2); telephone calls to Judge Drain's chambers regarding status of order allowing admission of electronic devices inside courthouse (0.4); telephone discussions with CourtCall regarding change of service to handle hearing on 10/23/19 (0.5); preparation / distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto (0.3); and researching contact information needed to complete CourtSolutions profiles regarding Mr. Williams, Mr. Stogdill, and Mr. Matican (1.1).	3.50	701
			10/22/19	Making final arrangements for telephonic hearing on 10/23/19 requested by Ms. Lii and Ms. Toto.	2.70	701
			10/22/19	Preparation and distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto.	0.30	701
Wilbur, Alan D.	EDP	PARALGL	10/22/19	Review issues re: fee examiner report	0.40	701
Monzione, Joseph	Bkcy	PARALEGAL	10/23/19	Making final arrangements for telephonic court hearing and monitoring the telephonic hearing to ensure adequate connectivity by participants.	1.50	701
			10/23/19	Creation and distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto.	0.30	701
			10/24/19	Sorting for relevance documentation prepared in connection with hearing on 10/23/19.	0.30	701

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

Run Date & Time: 11/20/19 10:05:58

Worked thru: 10/31/19

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7454734

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

Total

25.70

Client: 022429 Sears Holdings Corporation

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(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Britton, Robert	Bkcy	PARTNER	10/02/19	Correspondence with K. Cornish and P. Basta re significant filings and confirmation hearing	0.10	702
			10/08/19	Correspondence with R. Schrock, W. Transier, A. Carr re board meeting.	0.10	702
			10/10/19	Attend board call	0.70	702
Total					0.90	

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(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Wilbur, Alan D.	EDP	PARALGL	10/03/19	Review correspondence from opposing counsel (.2) review productions for specific directors' documents (.4) and advise case team (0.1).	0.70	703
			10/08/19	Discuss data archival with case team and coordinate request to E-Discovery.	0.40	703
Murray, Francine N.	Lit	STAFF ATTY	10/22/19	Email correspondence with J. Silberstein-Loeb re: privilege issues (.4) reviewing Akin requests for documents (.3)	0.70	703
Wilbur, Alan D.	EDP	PARALGL	10/22/19	Review Akin requests for documents (0.6); create searches for RPT, Centerview, and subcommittee documents (0.9); review and approve vendor invoice for hosting and productions (0.6); revise document searches per request of case team (0.6).	2.70	703
Murray, Francine N.	Lit	STAFF ATTY	10/23/19	Email correspondence with J. Silberstein-Loeb re: privilege issues (.6); review documents for relevance and privilege (.7).	1.30	703
Wilbur, Alan D.	EDP	PARALGL	10/23/19	Analyze privilege issues re: document production (.8); modify searches (1) draft explanation of workflow to PW working group for potentially privileged documents (.3); advise PW working group regarding vendor invoices and process (0.4)	2.50	703
			10/24/19	Revise document searches in vendor workspace (1.1); advise case team regarding documents in vendor workspace (0.9).	2.00	703
			10/25/19	Discuss archival options with vendor (0.8); review archival options (0.5).	1.30	703
			10/28/19	Review options for output of AlixPartners review space to Akin Gump (0.6); investigate invoice payments (0.5); review Tisch data question from Akin Gump and advise case team (0.2).	1.30	703
Leung, Wai	EDL	PARALGL	10/29/19	Confirmed extracted text from PDF files.	0.10	703
Wilbur, Alan D.	EDP	PARALGL	10/29/19	Creation of text files per OMM request (1.1).	1.10	703
			10/30/19	Complete overlay text export for Tom Tisch documents (0.4); encrypt text export, prepare for transfer (0.5); investigate invoice payments (0.5).	1.40	703
Total					15.50	

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(00309)

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/08/19	Correspond with billing re invoice (.1); review time entries for privilege (.3)	0.40	705
Filler, Brooke	Bkcy	PARALEGAL	10/10/19	Work on draft monthly fee statement	1.90	705
Britton, Robert	Bkcy	PARTNER	10/14/19	Review/analyze Fee Examiner's report	0.50	705
Lii, Teresa	Bkcy	ASSOCIATE	10/14/19	Review fee examiner letter.	0.40	705
Britton, Robert	Bkcy	PARTNER	10/15/19	Attend to Fee Examiner issues (.1) conference with C. Toto and T. Lii re: same (.2)	0.30	705
Lii, Teresa	Bkcy	ASSOCIATE	10/15/19	Office conference with R. Britton and C. Toto re fee examiner report (.2); review report (.3).	0.50	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/15/19	Review fee examiner preliminary report (.7); meeting with R. Britton and T. Lii re same (.2); draft summary of preliminary report (.4)	1.30	705
Lii, Teresa	Bkcy	ASSOCIATE	10/16/19	Correspond with R. Britton, C. Toto re fee issues (.2).	0.20	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/16/19	Continue to review fee examiner materials in preparation for meeting with R. Britton and T. Lii	0.60	705
Monziona, Joseph	Bkcy	PARALEGAL	10/16/19	Preparation and distribution of binder containing fee examiner's report requested by Ms. Toto.	0.70	705
Britton, Robert	Bkcy	PARTNER	10/17/19	Meeting re Fee Examiner report.	0.30	705
Lii, Teresa	Bkcy	ASSOCIATE	10/17/19	Office conference with R. Britton and C. Toto re fee examiner issues (.3); office conference with C. Toto re same (.3).	0.60	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/17/19	Prepare for meeting with R. Britton and T. Lii re fee examiner (.6); Office conference with R. Britton and T. Lii re fee examiner issues (.3); office conference with T. Lii o re same (.3). prepare bullet point list for R. Britton re fee examiner objections (1).	2.20	705
Lii, Teresa	Bkcy	ASSOCIATE	10/18/19	Review proposed response to fee examiner (.9); office conference with C. Toto re same (.1).	1.00	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/18/19	Review entries cited in fee examiner report (.8); office conference with T. Lii re: same (.1) continue to draft talking points re meeting with fee examiner (2)	2.90	705
Britton, Robert	Bkcy	PARTNER	10/21/19	Call with C. Toto and T. Lii to prepare for fee examiner meeting.	0.50	705
Lii, Teresa	Bkcy	ASSOCIATE	10/21/19	Review fee examiner response (.1); office conference with C. Toto and R. Britton re same (.5)	1.00	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/21/19	Call with T. Lii, R. Britton re meeting with fee examiner (.5); update bullet points for meeting (.6)	1.10	705

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Run Date & Time: 11/20/19 10:05:59

Worked thru: 10/31/19

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Proforma: 7454734

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Britton, Robert	Bkcy	PARTNER	10/22/19	Attend Fee Examiner meeting (1.3) prepare for same (.5)	1.80	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	10/22/19	Meeting with C. Toto to transition fee application process (.3) meeting with T. Lii and C. Toto about next steps following meeting with fee examiner (.5) drafting responses to fee examiner issues (1.9)	2.70	705
Lii, Teresa	Bkcy	ASSOCIATE	10/22/19	Office conference with P. Harner, V. Marriott, R. Britton re interim fee application (1.3); prepare for same (.5); office conference with C. Toto and P. Walsh re same (.5).	2.30	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/22/19	Implement further edits to fee examiner bullet points (.3); draft bullet points for Second Interim fee hearing (.5); review binder with relevant documents for the hearing (.2); meeting with P. Walsh re fee statements (.3); meeting with T. Lii and P. Walsh re meeting with the fee examiner (.5); begin to draft proposal re fee examiner report (1.4)	3.00	705
Britton, Robert	Bkcy	PARTNER	10/23/19	Attend fee hearing	1.30	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	10/23/19	Draft response to fee examiners comments	2.40	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/23/19	Review draft of PW fee statement and send to R. Britton (.3);correspond with billing re expenses (.2); continue to draft proposal to fee examiner, focusing on the various exhibits (1.5)	2.00	705
Monzione, Joseph	Bkcy	PARALEGAL	10/23/19	Review of invoices re: professional groups (1.2); draft memo re: same per request by Ms. Toto (0.8)	2.00	705
Kellner, Jennifer	Corp	PARALEGAL	10/23/19	Review of exhibit spreadsheet per C. Toto	4.00	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	10/24/19	Finishing up responses to fee examiner	0.90	705
Kellner, Jennifer	Corp	PARALEGAL	10/24/19	Reviewed exhibit time entries per C. Toto	2.80	705
Monzione, Joseph	Bkcy	PARALEGAL	10/24/19	Revise memo containing analysis of professional group listings requested by Ms. Toto.	1.50	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	10/25/19	Meeting with C. Toto about next steps re: fee examiner response	0.30	705
			10/25/19	Meeting with C. Toto, T. Lii about fee examiner response (.2) implementing edits discussed at conference (.4)	0.60	705
			10/25/19	Updating fee examiner response	0.70	705
Lii, Teresa	Bkcy	ASSOCIATE	10/25/19	Office conference with C. Toto, P. Walsh re fee examiner issues.	0.20	705

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Run Date & Time: 11/20/19 10:05:59

Worked thru: 10/31/19

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Resp Prtnrs: PMB SMB LRC

Proforma: 7454734

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/25/19	Meeting with T. Lii and P. Walsh re fee examiner proposal (.2); follow up and implemented edits into same (.7) office conference with P. Walsh re: questions about edits (.3)	1.20	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	10/26/19	Editing fee examiner response	2.60	705
			10/28/19	Meeting with C. Toto about fee examiner response	0.20	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/28/19	Meeting with P. Walsh re fee examiner exhibits (.2); continue to review and revise same (.9)	1.10	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	10/29/19	Meeting with C. Toto and T. Lii about fee examiner response	0.40	705
			10/29/19	Updating fee examiner response	0.50	705
Lii, Teresa	Bkcy	ASSOCIATE	10/29/19	Review fee examiner response (1); office conference with C. Toto and P. Walsh re same (.4)	1.40	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/29/19	Review fee examiner proposal (.2); meeting with T. Lii and P. Walsh re proposal (.4); implement edits re same (.9)	1.50	705
Kellner, Jennifer	Corp	PARALEGAL	10/29/19	Prepared binder per C. Toto	2.00	705
O'Donnchadha, Domhnal	TSS	PARALGL	10/29/19	Billing Graph -- Req: C.Toto	3.30	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/30/19	Continue to implement edits into fee examiner proposal (.4); correspond with T. Lii, P. Walsh re fee statement (.4)	0.80	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	10/30/19	Updating fee examiner response	0.40	705
Kellner, Jennifer	Corp	PARALEGAL	10/30/19	Revised fee examiner binder per C. Toto	1.20	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	10/31/19	Updating fee examiner response (.6)	0.60	705
Lii, Teresa	Bkcy	ASSOCIATE	10/31/19	Review fee examiner response.	0.40	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/31/19	Prepare PW fee statement for filing (.2); prepare excel sheet for fee examiner (.3); revise fee examiner proposal (.4)	0.90	705
Kellner, Jennifer	Corp	PARALEGAL	10/31/19	Filed/Distributed monthly fee statement	0.50	705
Total					63.90	

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

Pg 25 of 30

Run Date & Time: 11/20/19 10:05:59

Worked thru: 10/31/19

Client: 022429 Sears Holdings Corporation

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Proforma: 7454734

(00309)

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Filler, Brooke	Bkcy	PARALEGAL	10/01/19	File A&M fee statement	0.40	706

Total 0.40

Client: 022429 Sears Holdings Corporation

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(00309)

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Cornish, Kelley A	Bkcy	PARTNER	10/02/19	E-mails with W. Transier and Paul, Weiss/Weil Gotshal team regarding preparation for confirmation hearing (.60); review Transier Declaration (.40)	1.00	709
Lii, Teresa	Bkcy	ASSOCIATE	10/02/19	Review revised plan.	0.30	709
Basta, Paul M.	Bkcy	PARTNER	10/03/19	Review confirmation issues	0.50	709
Britton, Robert	Bkcy	PARTNER	10/07/19	Correspondence with P. Basta and K. Cornish re confirmation hearing	0.80	709
Total					2.60	

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Hurwitz, Jonathan	Lit	COUNSEL	10/07/19	Correspond with R. Britton re confirmation.	0.10	710
Young, Spencer E.	Lit	ASSOCIATE	10/07/19	Email correspondence with D. Giller and Canadian counsel re: adversary proceeding	0.10	710
Hoyle, Emily M.	Lit	ASSOCIATE	10/10/19	Reviewed issues with transitioning discovery to Akin	0.40	710
Giller, David	Lit	ASSOCIATE	10/10/19	Provided Akin with document requests and responses and objections (.3)	0.30	710
Hurwitz, Jonathan	Lit	COUNSEL	10/11/19	Emails with D. Giller re information requests from Akin.	0.20	710
			10/14/19	Calls with D. Giller re Akin information requests (.1). Attention to research re potential litigation (.2).	0.30	710
Giller, David	Lit	ASSOCIATE	10/14/19	Call w/ A&M and Akin about information request (.2); review materials following call (.2) call with J. Hurwitz re: same (.1)	0.50	710
Hurwitz, Jonathan	Lit	COUNSEL	10/15/19	Call with Akin and S. Avidan re legal research (.4) and prepare for same. (.2)	0.60	710
Avidan, Shane D.	Lit	ASSOCIATE	10/15/19	Call with Akin and J. Hurwitz re legal research (.4) and prepare for same. (.2)	0.60	710
Clayton, Lewis R	Lit	PARTNER	10/16/19	Emails with J. Hurwitz, D. Giller regarding document requests	0.40	710
Hurwitz, Jonathan	Lit	COUNSEL	10/16/19	Emails with L. Clayton, D. Giller, re Akin request for documents (.2) conference with J. Silberstein-Loeb re: same (.2)	0.40	710
Giller, David	Lit	ASSOCIATE	10/16/19	Reviewed confirmation order (.2); email correspondence w/ J. Hurwitz, L. Clayton (.4)	0.60	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	10/16/19	Conference with J. Hurwitz to discuss Akin requests (.2) review request (.5)	0.70	710
Hurwitz, Jonathan	Lit	COUNSEL	10/17/19	Read confirmation order and emails with L. Clayton and D. Giller re same (.4). Attention to Akin request for documents and email Weil re same (.2).	0.60	710
Hoyle, Emily M.	Lit	ASSOCIATE	10/18/19	Working on transitioning discovery to Akin	0.10	710
Hurwitz, Jonathan	Lit	COUNSEL	10/21/19	Callwith J. Silberstein-Loeb re Akin request for privileged documents (.2) email correspondences with same re same (.2)	0.40	710
Giller, David	Lit	ASSOCIATE	10/21/19	Email D. Chapman re response from A&M (.1); email Evercore re expert reports (.1); email Akin re expert reports (.1); discussion w/ D. Chapman re complaint (.1)	0.40	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	10/21/19	Call with J. Hurwitz to discuss Akin production request	0.20	710
Hurwitz, Jonathan	Lit	COUNSEL	10/22/19	Emails with J. Silberstein-Loeb re providing documents to Akin.	0.20	710

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U N B I L L E D	T I M E	D E T A I L					
Employee Name	Dept	Position	Work Date	Description	Hours		Code
Silberstein-Loeb, Jon	Lit	ASSOCIATE	10/22/19	Responding to document demands from Akin (1.2) email correspondence with J. Hurwitz re: same (.2)	1.40		710
Hurwitz, Jonathan	Lit	COUNSEL	10/23/19	Attention to Akin requests for documents and emails with team re same (.7) Conf with Silberstein-Loeb and Giller re same (.3).	1.00		710
Giller, David	Lit	ASSOCIATE	10/23/19	Call w/ Akin re documents (.5); discussion w/ J. Hurwitz, J. Silberstein-Loeb document production (.3); email w/ Evercore re expert reports (.1); email w/ Akin answers to questions surrounding complaint (.2); reviewed documents prior to call re document production (.2)	1.30		710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	10/23/19	Responding to document requests from Akin (1.6) call with D. Giller and J. Hurwitz re: same (.3)	1.90		710
Mejia, Arianny	Lit	STAFF ATTY	10/23/19	Reviewed documents on relativity under special search folder for documents to be transferred (3.2), reviewed protocol and relevant sections that pertain to special search (.4)	3.60		710
Pavamani, Madhuri	Lit	STAFF ATTY	10/23/19	Run searches (2.7) oversee review of documents to be transferred (.5)	3.20		710
Hurwitz, Jonathan	Lit	COUNSEL	10/24/19	Reading emails from Giller, Silberstein-Loeb re production of documents to Akin.	0.40		710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	10/24/19	Responding to requests from Akin for documents	0.20		710
Giller, David	Lit	ASSOCIATE	10/24/19	Drafted email to Akin re document transition	0.40		710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	10/25/19	Corresponding with AlixPartners, A. Wilbur regarding requests from Akin for production of documents and work product	0.70		710
			10/28/19	Responding to document requests from Akin	0.90		710
Pavamani, Madhuri	Lit	STAFF ATTY	10/28/19	Run searches, gather documents, review re: Tisch production and documents requested.	4.40		710
Total					26.50		

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

Pg 29 of 30

Run Date & Time: 11/20/19 10:05:59

Worked thru: 10/31/19

Client: 022429 Sears Holdings Corporation

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Proforma: 7454734

(00309)

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Cornish, Kelley A	Bkcy	PARTNER	10/03/19	Travel to and from White Plains Courthouse to attend Sears Confirmation Hearing	1.60	712
Lii, Teresa	Bkcy	ASSOCIATE	10/07/19	Travel to and from confirmation hearing in White Plains.	2.00	712
Britton, Robert	Bkcy	PARTNER	10/23/19	Travel to and from fee hearing	2.00	712
Total					5.60	

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Britton, Robert	Bkcy	PARTNER	10/03/19	Telephonically attend confirmation hearing.	3.10	713
Cornish, Kelley A	Bkcy	PARTNER	10/03/19	Attend Sears confirmation hearing to support W. Transier testimony	4.30	713
Lii, Teresa	Bkcy	ASSOCIATE	10/03/19	Telephonically attend portion of confirmation hearing.	1.50	713
Cornish, Kelley A	Bkcy	PARTNER	10/07/19	Attend telephonic Confirmation Hearing	3.20	713
Lii, Teresa	Bkcy	ASSOCIATE	10/07/19	Attend confirmation hearing.	4.50	713
Toto, Caitlin J.	Bkcy	ASSOCIATE	10/23/19	Dial into Second Interim Fee Hearing (partial)	0.40	713
Total					17.00	
Matter Total					158.10	

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